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E-FILED ***12/7/06***

19 UNITED STATES DISTRICT COURT
20 NORTHERN DISTRICT OF CALIFORNIA
21 SAN JOSE DIVISION

22 COMERICA BANK, a Michigan banking
23 corporation,

24 Plaintiff,

25 vs.

26 X MICHAEL L. MCDONALD, and
27 ALAN P. MCDONALD,

28 Defendants.

Case No.: C06-03735-RS

**STIPULATION AND [PROPOSED]
ORDER EXTENDING THE TIME BY
WHICH DEFENDANTS/COUNTER-
PLAINTIFFS' MUST FILE THEIR
AMENDED COUNTER-CLAIM**

Complaint Filed: June 12, 2006

No Trial Date Assigned

STIPULATION EXTENSION OF TIME TO FILE AMENDED COUNTER-CLAIM

CASE NO. C06-03735 RS

Defendants/Counter-Plaintiffs Michael L. McDonald ("M. McDonald") and Alan P. McDonald ("A. McDonald") (collectively, the "McDonalds") and Plaintiff/Counter-Defendant Comerica Bank ("Comerica") jointly stipulated as follows:

I. STIPULATION

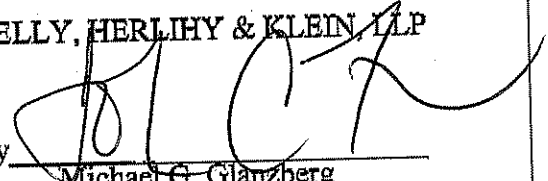
On November 17, 2006, this Court issued its order on Comerica's motion to dismiss the McDonalds' counter-claim. The motion was granted with leave to amend, the amended pleading to be filed within 20 days from the date of the order.

The Court's civil minutes also indicate that the McDonalds must decide whether or not to join Austin-Ventures as a counter defendant by December 30, 2006.

In order to avoid a multiplicity of pleadings, the parties hereto agree that the McDonalds have until December 14, 2006 to file their amended counter-claim and either to name or not name Austin-Ventures as a counter defendant.

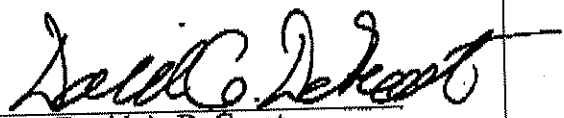
Date: December 5, 2006

KELLY, HERLIHY & KLEIN, LLP

By 
Michael G. Glanzberg
Attorneys for Defendants
MICHAEL L. MCDONALD and
ALAN P. MCDONALD

Date: December 5, 2006

SHEPPARD, MULLIN, RICHTER & HAMPTON

By 
David A. DeGroot
Attorneys for Plaintiff
COMERICA BANK

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DEFENDANTS' MEMORANDUM IN SUPPORT OF THEIR RESPONSE IN OPPOSITION
TO PLAINTIFF/COUNTER-DEFENDANT'S MOTION TO DISMISS

CASE NO. C06-03735 RS

ORDER

Good causing showing, the McDonalds have until December 14, 2006 to file their amended counter-claim and to name Austin-Ventures as a counter defendant.

Date: December 7, 2006

/s/ Ronald M. Whyte

United States District Judge

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DEFENDANTS' MEMORANDUM IN SUPPORT OF THEIR RESPONSE IN OPPOSITION
TO PLAINTIFF/COUNTER-DEFENDANT'S MOTION TO DISMISS

CASE NO. C06-03735 RS